

EXHIBIT D

BILL OF SALE

For value received and pursuant to the terms and conditions of the Purchase and Sale Agreement dated July 21, 2016, Prosper Funding LLC (on behalf of itself, Prosper Marketplace, Inc., a Delaware corporation, and Prosper Asset Holdings, LLC, a Delaware limited liability company, as "Initial Seller", and on behalf of Additional Sellers as "Servicer") hereby assigns effective as of the applicable Closing Date all rights, title and interest in and to those certain charged-off loans and/or related participation interests and all related receivables, judgments or evidences of debt described in Exhibit I attached hereto and made part hereof for all purposes to Velocity Investments, LLC ("Purchaser").

FILE NAME AND NUMBER: Prosper_Velocity_Flow_sale_3_2016

NUMBER OF ACCOUNTS: 2,202

TOTAL UNPAID BALANCE: \$24,153,778.92

CLOSING DATE: November 22, 2016

PROSPER FUNDING LLC, as INITIAL SELLER

By: DocuSigned by:
Sachin Adarkar
36111609322F47C

Date: January 3, 2017

Title: Secretary

PROSPER ASSET HOLDING, LLC, as INITIAL SELLER

By: DocuSigned by:
Sachin Adarkar
36111609322F47C

Date: January 3, 2017

Title: Secretary

PROSPER MARKETPLACE, INC.,
As SERVICER on behalf of certain ADDITIONAL SELLERS

By: DocuSigned by:
Sachin Adarkar
36111609322F47C

Date: January 3, 2017

Title: Secretary